

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
W. R. GRACE & CO., et al., ¹	Case No. 01-1139 (KG)
Reorganized Debtors.	
In re:	Chapter 11
W. R. GRACE & CO.-CONN.	Case No. 01-1140 (KG)
Reorganized Debtors.	Hearing Date: March 28, 2018, at 3:00 p.m. Objection Deadline: March 20, 2018, at 4:00 p.m.

**NOTICE OF MOTION FOR A FINAL DECREE: (A) CLOSING THE GRACE-CONN.
CHAPTER 11 CASE; (B) REMOVING THE GRACE-CONN. CASE FROM THE
JOINT ADMINISTRATION ORDER; AND (C) WAIVING THE REQUIREMENT
TO FILE A FINAL REPORT FOR THE GRACE-CONN. CASE**

TO: (i) the Office of the United States Trustee; (ii) Counsel for the WRG Asbestos PI Trust; (iii) Counsel for the Asbestos PI Future Claimants Representative; (iv) Counsel for Asbestos PD Future Claimants Representative; (v) Counsel for the WRG Asbestos PD Trust (7A); (vi) Counsel for the WRG Asbestos PD Trust (7B); (vii) Counsel for the CDN ZAI PD Claims Fund; and (viii) those parties that requested service and notice of papers in accordance with Fed. R. Bankr. P. 2002. To comply with Local Rule 3022-1(b), notice of this Motion has also been given to: (x) the Reorganized Debtors and (y) counsel for the official committees appointed in the Chapter 11 Cases.

On March 6, 2018, the above-captioned reorganized debtors (collectively, the “Reorganized Debtors”) filed the attached *Motion for a Final Decree: (A) Closing the Grace-Conn. Chapter 11 Case; (B) Removing the Grace-Conn. Case from the Joint Administration Order; and (C) Waiving the Requirement to File a Final Report for the Grace-Conn. Case* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware, 824 Market

¹ The Reorganized Debtors are W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or “Grace”) and W. R. Grace & Co.-Conn. (“Grace-Conn.”).

Street, Wilmington, Delaware 19801 (the "Bankruptcy Court"). A true and correct copy of the Motion is attached hereto.

Responses to the relief requested in the Motion, if any, must be in writing and be filed with the Bankruptcy Court no later than **March 20, 2018**. At the same time, you must also serve a copy of the objections or responses, if any, upon co-counsel for the Reorganized Debtors, (i) co-counsel for the Reorganized Debtors, John Donley, Esquire, Kirkland & Ellis LLP, 300 N. LaSalle, Chicago, IL, 60654; Roger Higgins, Esquire, The Law Offices of Roger Higgins, 1 North Bishop Street, Suite 14, Chicago, IL 60607-1823, and James E. O'Neill, Esquire, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801); (ii) the Office of the United States Trustee; Richard L. Schepacarter, U.S. Department of Justice, Office of the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, DE 19801; (iii) counsel for the WRG Asbestos PI Trust; Marla Rosoff Eskin, Esquire and Mark T. Hurford, Esquire, Campbell & Levine, LLC, 222 Delaware Avenue, Suite 1620, Wilmington, DE 19801 and Philip E. Milch, Esquire, Campbell & Levine, LLC, 1700 Grant Building, Pittsburgh, PA 15219; (iv) counsel for the Asbestos PI Future Claimants Representative, John C. Phillips, Jr., Esquire, Phillips, Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (v) counsel for Asbestos PD Future Claimants Representative, R. Karl Hill, Esquire, Seitz, Van Ogtrop & Green, P.A., 222 Delaware Avenue, Suite 1500, P.O. Box 68, Wilmington, DE 19899 and Alan B. Rich, Esquire, Attorney and Counselor, 4244 Renaissance Tower, 1201 Elm Street, Dallas, TX 75270; (vi) counsel for the WRG Asbestos PD Trust (7A), Richard B. Schiro, WRG Asbestos PD Trust, c/o Wilmington Trust, Attn: Corporate Trust Administration, 1100 N. Market Street, Wilmington, DE 19890-1625 and Deborah D. Williamson, Esquire, Cox Smith Matthews Incorporated, 112 E. Pecan

Street, Suite 1800, San Antonio, TX 78205; (vii) counsel for the WRG Asbestos PD Trust (7B), Edward B. Cottingham, Jr., Esquire, The Cottingham Law Firm, 317 Wingo Way, Suite 303, P.O. Box 810, Mt. Pleasant, SC 29465 and M. Dawes Cooke, Esquire, Barnwell Whaley Patterson & Helms LLC, P.O. Drawer H, Charleston, SC 29402; and (viii) Daniel K. Hogan, Esquire, The Hogan Firm, 1311 Delaware Avenue, Wilmington, DE 19806 and Yves Lauzon, Esquire, Michel Belanger, Esquire, Lauzon Belanger Lesperance Inc., 286, Rue St-Paul Ouest, Bureau 100, Montreal, Quebec, H2Y 2A3.

IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

IN THE EVENT THAT ANY OBJECTION OR RESPONSE IS FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, A HEARING ON THE MOTION WILL BE HELD BEFORE THE HONORABLE KEVIN GROSS AT THE UNITED STATES BANKRUPTCY COURT, 824 MARKET STREET, SIXTH FLOOR, COURTROOM 3, WILMINGTON, DELAWARE 19801, ON **MARCH 28, 2018 AT 3:00 P.M.**

Dated: March 6, 2018

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and

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/s/ James E. O'Neill

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